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UNITED STATES DISTRICT COURT

DISTRICT OF NEVADA

BAXTER BAILEY AND ASSOCIATES
INC., a Mississippi corporation,

Plaintiff,

v.

AG LIGHT AND SOUND INC., a Nevada
corporation; DOES I through X, inclusive; and
ROE CORPORATIONS I through X,
inclusive;

Defendants.

Civil Case No:

COMPLAINT

Plaintiff Baxter Bailey & Associates Inc., by and through its counsel of record, the law firm of Takos Law Group, Ltd., hereby complains against the above-named defendants as follows:

PARTIES, JURISDICTION, AND VENUE

1. Plaintiff Baxter Bailey & Associates Inc. ("Baxter Bailey" or "Plaintiff") is, and at all relevant times was, a corporation duly organized under the laws of the state of Mississippi.

2. Upon information and belief, Defendant AG Light and Sound Inc. ("AG" or "Defendant") is a corporation duly organized under the laws of the state of Nevada.

3. The United States District Court for the District of Nevada has original subject matter jurisdiction with respect to this action pursuant to 28 U.S.C. § 1332, as there exists complete diversity of citizenship between Plaintiff and Defendant, and the amount in controversy exceeds \$75,000.00, exclusive of interest and costs.

FIRST CAUSE OF ACTION

(Breach of Contract)

12. Baxter Bailey repeats and re-alleges each and every allegation contained in the preceding paragraphs of this Complaint as though fully set forth herein.

13. Baxter Bailey is the holder and owner of the outstanding debt for fees owed for the shipping services provided to AG by New Direx.

14. AG is indebted to Baxter Bailey as the holder and owner of the outstanding debt for fees owed for shipping services provided to AG.

15. AG has failed to make timely payments to Baxter Bailey for the shipping services provided to AG.

16. Despite due demand, AG has failed and refused to pay Baxter Bailey the amounts due, and Baxter Bailey is owed an amount in excess of \$75,000.00.

17. Baxter Bailey has been required to hire an attorney to prosecute this action and, therefore, seeks recovery of its attorneys' fees and costs.

SECOND CAUSE OF ACTION

(Breach of Covenant of Good Faith and Fair Dealing)

18. Baxter Bailey repeats and re-alleges each and every allegation contained in the preceding paragraphs of this Complaint as though fully set forth herein.

19. The agreement between AG and New Direx for shipping services contains an implied covenant of good faith and fair dealing under Nevada law.

20. AG has breached its agreement with New Direx and has acted in bad faith towards New Direx in violation of the implied covenant.

21. As a direct and proximate result of the actions and conduct of AG, Baxter Bailey, as the assignee of New Direx, has been damaged in an amount in excess of \$75,000.00.

22. Baxter Bailey has been required to hire an attorney to prosecute this action and, therefore, seeks recovery of its attorneys' fees and costs.

THIRD CAUSE OF ACTION

(Unjust Enrichment—In The Alternative)

23. Baxter Bailey repeats and re-alleges each and every allegation contained in the preceding paragraphs of this Complaint as though fully set forth herein.

24. Alternatively, AG received a benefit from the shipping services provided by New Direx.

25. By failing to pay New Direx' assignee, Baxter Bailey, for those shipping services, AG has been unjustly enriched.

26. As a direct and proximate result of the actions and conduct of AG, Baxter Bailey has been damaged in an amount in excess of \$75,000.00.

27. Baxter Bailey has been required to hire an attorney to prosecute this action and, therefore, seeks recovery of its attorneys' fees and costs.

WHEREFORE, Baxter Bailey prays for the following relief:

1. Judgment in an amount to be determined at trial, but in excess of \$75,000.00;
2. Pre and post judgment interest;
3. Punitive damages;
4. Attorneys' fees and costs of suit; and
5. Any further relief the Court may deem just and proper.

DATED this 19th day of May, 2022.

TAKOS LAW GROUP, LTD.

/s/ Zachary P. Takos
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